

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W.R. GRACE & CO., et al.,)
Debtors.) Case No. 01-01139 (JKF)
) (Jointly Administered)
) Re. Docket Nos. 7571 & 7746

CERTIFICATION OF COUNSEL

I, Megan N. Harper, Esquire, hereby certify the following facts:

1. I am co-counsel to PacifiCorp and the VanCott Bagley Cornwall & McCarthy 401(k) Profit Sharing Plan (the "Movants") in these cases.
2. On January 14, 2005, the Movants filed a Motion for Leave to File Late Proofs of Claim (the "Motion").
3. On February 11, 2005, the Debtors filed an objection to the Motion (the "Objection").
4. On February 28, 2005, the Court heard legal argument on the Motion and Objection, and requested additional briefing on the Motion. The Court instructed the Movants to submit a briefing schedule under certification of counsel. Pursuant to the Court's instruction, a Stipulation and Agreed Order for Briefing on the Motion is attached hereto as Exhibit A.

5. I certify that the parties in interest - the Debtors and the Movants - consent to entry of the Stipulation and Agreed Order, and respectfully request that the Court enter the Stipulated and Agreed Order at its earliest convenience.

Dated: March 22, 2005

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C&S Acquisition LLC and its designees